

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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IN RE STATE STREET BANK AND TRUST :
CO. ERISA LITIGATION :

This document relates to: : 07 Civ. 8488 (RJH)
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07 Civ. 8488 :
07 Civ. 9319 :
07 Civ. 9687 :
08 Civ. 0265 :
:
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DECLARATION OF ROBERT A. SKINNER

I, ROBERT A. SKINNER, hereby declare as follows:

1. I am an attorney admitted to practice in Massachusetts, and I have been admitted to appear before the Court *pro hac vice* in this matter. I am a partner of the firm of Ropes & Gray LLP, which represents defendants State Street Bank and Trust Company and State Street Global Advisors, Inc. (together, “State Street”) in the above-captioned matters.
2. I submit this declaration to place before the Court certain facts and documents relevant to State Street’s motion to transfer venue to the District of Massachusetts pursuant to 28 U.S.C. § 1404(a) (“State Street’s Motion”).
3. On March 27, 2008, class plaintiffs filed a motion for leave to file an amended consolidated complaint (the “Proposed Complaint”). The Proposed Complaint names five additional plaintiffs:
 - a. Alan Gordon, a trustee of the AGMA Retirement Plan and AGMA Health Fund (“AGMA Plans”), which are headquartered in New York, New York. According to the Proposed Complaint, Mr. Gordon resides in New York State.

- b. David Palmisciano, a trustee of the Rhode Island Carpenters Plans (“RI Carpenters Plans”), which are headquartered in Warwick, Rhode Island. According to the Proposed Complaint, Mr. Palmisciano is a resident of Rhode Island. According to Mapquest.com, Warwick, Rhode Island is approximately 55 miles from the federal courthouse in Boston, Massachusetts and approximately 175 miles from the federal courthouse in New York, New York. Copies of the Mapquest.com website pages showing driving directions and distances from Warwick, Rhode Island are attached hereto as **Exhibit A**.
- c. Albert Massaro, a participant in the Eastman Kodak Employees’ Savings and Investment Plan (“Kodak Plan”). According to the Proposed Complaint, Mr. Massaro is a resident of Rochester, New York. According to Mapquest.com, Rochester, New York is approximately 330 miles from the federal courthouse in New York, New York, and approximately 390 miles from the federal courthouse in Boston, Massachusetts. Copies of the Mapquest.com website pages showing driving directions and distances from Rochester, New York are attached hereto as **Exhibit B**.
- d. Glenn Kingsbury, a trustee of the New England Electrical Workers Benefit Fund (“NEEW Plan”), which is located in Wallingford, Connecticut. According to Mapquest.com, Wallingford, Connecticut is approximately 90 miles from the federal courthouse in New York, New York and approximately 125 miles from the federal courthouse in Boston, Massachusetts. Copies of the Mapquest.com website pages showing driving directions and distances from Wallingford, Connecticut are attached hereto as **Exhibit C**.
- e. William Keye, a participant in the Waste Management, Inc. Retirement Savings Plan (“Waste Management Plan”). According to the Proposed Complaint, Mr. Keye resides in Sacramento, California. According to the website for Sacramento International Airport, there are numerous flights from Sacramento to both Boston and New York each day. Copies of website pages from the Sacramento County Airport System’s website showing flights to Boston and New York are attached hereto as **Exhibit D**.

4. On February 25, 2008, State Street filed a motion to transfer venue to the District of Massachusetts pursuant to 28 U.S.C. § 1407 (the “MDL Motion”) before the Judicial Panel on Multidistrict Litigation (“JPML”).

5. On March 20, 2008, Prudential submitted an opposition to the MDL Motion. On page 14 of the memorandum of law submitted therewith, Prudential asserted that “the cases in

the Southern District of New York are still at a relatively early stage.” A copy of Prudential’s memorandum of law is attached hereto as **Exhibit E**.

6. State Street has exchanged initial document requests with both class plaintiffs and Prudential. No depositions have been noticed in any of the actions.

7. On January 11, 2008, the court denied plaintiff’s motion to remand in *Memorial Hermann Healthcare System v. State Street Bank & Trust Co.*, No. 07 Civ. 4089 (S.D. Tex.). A copy of the court’s order is attached hereto as **Exhibit F**.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 7, 2008



Robert A. Skinner

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 7th day of April, 2008, a true and correct copy of the foregoing Declaration of Robert A. Skinner with Exhibits A through F has been filed electronically using the Court's Electronic Case Filing System and, therefore, has been served upon all counsel who are Filing Users pursuant to Fed. R. Civ. P. 5(b)(3), Local Rule 5.2, and the Court's Procedures for Electronic Case Filing (No. 9). A copy of the foregoing Declaration of Robert A. Skinner with Exhibits A through F has also been served by U.S. mail upon the following:

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/s/ Olivia S. Choe